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#2 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

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Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! Now, on a bizarre, alien plain, the first battle begins . . .

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

PRISONERS OF WAR!

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REMEMBER WHAT THE *BEYONDER* SAID-- ONCE WE CRUSH THESE JERKS WE GET ANY-THING WE WANT!

BAH! I'D SMASH THEM *ANYWAY!*

WAIT FOR THE OTHERS! WE MUST STRIKE ALL AT ONCE, OR--

SHUT UP, OCTOPUS, AND *RIP* INTO 'EM!

KABOOM!

HULK! WE NEED TIME TO REGROUP! BUY US *TWO SECONDS!*

CAP, I-- *WHUHH!*

AMAZING! HIGH-ENERGY ELECTRON BEAMS! THEY HIT LIKE THOR'S HAMMER--!

THAT'S ENOUGH TO BATTER *ANY* OF US SENSELESS-- EXCEPT ME, OF COURSE!

HOLEE--! *COLOSSUS* IS KAYOED--!

LOCKHEED IS STILL SCRAPPIN' THOUGH! GET 'EM, DRAGON!

LUCKILY, THEIR ATTACK IS DISJOINTED-- UNDISCIPLINED! THAT GIVES US A *CHANCE!*

ATTACK! TAKE OUT THE *GUNS!*

RELAX, CAP! IF THEIR PLAN IS SIMPLY TO "RIP INTO US!" THEY HAVEN'T TAKEN THE STRENGTH OF THE *HULK* INTO ACCOUNT!

SHRAKKK!

ON THE OTHER HAND...

DUCK AND COVER, *SPIDER-MAN!*

I'M OKAY, *SHE-HULK*, BUT THE OTHERS --!

MISTER FANTASTIC HAS THEM COVERED!

THEY CAUGHT US COMPLETELY OFF GUARD! HALF OF US FELL ON THE FIRST SALVO!

WHERE DID THEY GET THOSE INCREDIBLE CONCUSSION-RAY WEAPONS?

HAW! THOSE CREAMPUFFS ARE FALLIN' LIKE DUCKS IN A SHOOTIN' GALLERY!

WATCH OUR FLANK, *ABSORBING MAN!* BEWARE A COUNTER-OFFENSIVE! VICTORY IS UNCERTAIN UNTIL THEY ARE ALL DEAD-- ESPECIALLY WITHOUT *DOCTOR DOOM* ON OUR SIDE!

HOW UNFORTUNATE THAT I HAD TO *SLAY* HIM!

UNKNOWN TO **KANG**, HOWEVER, DOCTOR DOOM YET LIVES! CARRIED BY HIS HIDDEN JET-PACK, HE SOARS THROUGH THE ALIEN ATMOSPHERE ONLY A FEW DOZEN MILES AWAY--

--REFLECTING UPON THE MIND-STAGGERING EVENTS OF THE PAST FEW HOURS!

SPIRITED AWAY FROM EARTH, DOOM AND HIS FELLOW COMBATANTS WERE ADDRESSED BY THEIR MYSTERIOUS CAPTOR...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

THE MIGHTY **GALACTUS** HAD NO PATIENCE FOR SUCH A GAME! HE SOUGHT TO CONFRONT THE **BEYONDER**--

--AND, DOOM, EAGER TO LEARN THE SECRETS OF A BEING SO POWERFUL, FOLLOWED!

BOTH WERE BRUTALLY REPULSED!

AWED BY THE BEYONDER'S MAGNIFICENCE, DOOM COUNSELLED THE VILLAINS AGAINST MAKING WAR!

WE HAVE SEEN THE POWER TO END AND BEGIN UNIVERSES! IGNORE YOUR PETTY DREAMS! TO FIGHT IS TO PROVE WE ARE MICROBES ON A SLIDE!

WE HAVE A CHANCE TO REACH OUT TO A BEING TO WHOM THE GODS ARE INSECTS! THE KEY TO IMMORTALITY, TO ***TOTALITY*** IS IN OUR GRASP!

BUT THEY WOULD NOT HEED HIM--INDEED, THEY TRIED TO **KILL** HIM! THE HEROES, TOO, WERE SUSPICIOUS...

I WAS A FOOL TO THINK SUCH AS YOU MIGHT COMPREHEND!

STUNNING THE HEROES WITH A POWER BLAST, HE LEFT THEM LYING IN THE DUST, ONLY MOMENTS AGO...

AND, NOW...

THERE HE IS, STILL LYING WHERE HE FELL AFTER BEING REPULSED BY THE BEYONDER--!

GALACTUS! ONE OF THE GREATEST POWERS IN OUR UNIVERSE-- HUMBLED!

EH? HE STIRS!

WHAT'S THIS?

AH! I SEE! NO MERE MORTAL, FORCED TO CLAMBER AWKWARDLY TO HIS FEET--

--AND SETS HIM-SELF UP-RIGHT!

HEAR ME, MIGHTY GALACTUS! HEAR THE WORDS OF DOCTOR DOOM--!

--HE SIMPLY *RISES*--

LET US TAKE COUNSEL, GREAT ONE, AND...

GALACTUS?! *GALACTUS!*

HE IGNORED ME! AS THOUGH I WERE A GNAT BUZZING AT HIS FEET!

AND SO I AM... JUST AS ALL OF US, EVEN GALACTUS HIMSELF, ARE BUT INSECTS TO THE ALL-POWERFUL BEYONDER!

THUS, THE OTHERS HAVE CHOSEN TO PLAY THE BEYONDER'S SIMPLE GAME -- THEREBY, IN EFFECT, PAYING HOMAGE TO HIM.

SHOULD I, TOO, PAY HOMAGE? SHOULD I WORSHIP AT THE FEET OF THIS GOD-LIKE BEING--

--OR CHOOSE *ANOTHER* PATH... ONE ONLY DOOM WOULD DARE!

HERE IN THIS FORTRESS, PROVIDED BY THE BEYONDER TO MY VILLAINOUS ALLIES, THERE IS MUCH THAT MAY BE USEFUL TO ME!

DOUBTLESS IT HAS NOT BEEN LEFT UNGUARDED!

KA-BOOM!

WHAT?! DEFENSE DRONES!

INTERESTING! MY ARMOR'S BUILT-IN SENSORS DID NOT DETECT THEIR APPROACH! THE TECHNOLOGY HERE IS ADVANCED, INDEED!

RAK!

KRAK!

YES, *MUCH* HERE MAY BE USEFUL!

AH! THE DAMAGED DRONE ITSELF SHATTERED THE OUTER DOOR!

THOOM!

NOW, I HAVE BUT TO DISABLE THE MASTER DEFENSE CONTROL WITH A POWER-BLAST--!

ZZAK!

THUS, THIS PLACE AND ITS SECRETS BELONG TO DOOM!

SOON, DEEP INSIDE THE MAMMOTH COMPLEX...

IT WOULD APPEAR THAT MY ERSTWHILE ASSOCIATES ARE ***AWAY*** --PERHAPS MOUNTING AN ILL-CONSIDERED ATTACK UPON THE SELF-STYLED HEROES!

HMM... THE INERT BODY OF THE MAD ROBOT ***ULTRON***, WHO WAS NEUTRALIZED BY GALACTUS UPON OUR ARRIVAL!*

*SEE LAST ISSUE!

ULTRON--! PERHAPS THIS INVULNERABLE ADAMANTIUM BODY MAY YET KNOW LIFE!

HE WILL BE VERY USEFUL WHEN MY ASSOCIATES RETURN... *IF* THEY RETURN!

AT THE BATTLESITE...

IRON MAN! THING! PULL BACK! HURRY!

ALL RIGHT! THE ATTACKERS ARE IN POSITION NOW--! *THOR!*

AYE, CAPTAIN AMERICA!

WHA-BOOM!

BULLDOZER! QUIT ROCKIN' THIS THING! I CAN'T DRAW A BEAD--!

PILEDRIVER, YOU IDIOT, IT'S NOT ME, IT'S...OH, NO!

GO, HUI KIE! *H.T.* 'EM!

TORCH, WHEN YOU CAN BEND THIS ULTRA-HARD ALIEN METAL LIKE PAPER WITH YOUR BARE HANDS, *THEN* YOU CAN GIVE ME ORDERS!

TILL THEN, I'LL LISTEN TO OUR DESIGNATED LEADER--*CAPTAIN AMERICA*--AND NO ONE ELSE! GOT IT?

NICE WORK, HULK! MIND IF I PITCH IN A HIGH-IMPACT *OPTIC BLAST*?

GO AHEAD, KID--FINISH THEM OFF! THE *HARD* WORK'S ALREADY DONE!

HIYA! I'M THE *SHE-HULK!* YOU MUST BE THE *ENCHANTRESS!*

GEE, I'VE HEARD SO MUCH ABOUT YOU--! YOU'RE A NOT-NICE LADY!

A GREEN WOMAN? IS THERE NO END TO THE VARIETIES OF MORTALS?

BUT, NO, YOU REALLY ARE ALL THE SAME, AREN'T YOU? FRAIL, WEAK...

UNHAND ME!

WHUFF!

HEY, YOU *ARE* STRONG!

I AM AN ASGARDIAN GODDESS! I COULD CRUSH YOU IN MY FIST LIKE THE SLUG YOU ARE! BUT, PHYSICAL CONTACT WITH CREATURES SUCH AS YOU DISGUSTS ME!

AND WHY SHOULD AN IMMORTAL MISTRESS OF SORCERY SULLY HER HANDS?

AND WHY SHOULD I LET A CHANCE LIKE THIS SLIP BY?

I DON'T OFTEN DUKE IT OUT WITH SOMEONE SOLID ENOUGH TO REALLY UNLOAD ON -- AND SLOW ENOUGH TO LET ME!

WHAK!

OH, WOW! THAT WAS, LIKE TUBULAR, YOU KNOW -- TO THE MAX!

THE BATTERED REMNANT OF THE ENEMY FORCE FLEES, CAPTAIN AMERICA! SHALL WE PURSUE THEM?

NO, THOR! LET THEM GO FOR NOW! IT'S BEST NOT TO LET OURSELVES GET SCATTERED! WE'VE GOT TO CONSOLIDATE OUR POSITION -- AND WE HAVE PRISONERS TO WORRY ABOUT!

DON'T WORRY ABOUT THE ENCHANTRESS! SHE'LL BE OUT FOR QUITE A WHILE!

I'LL WRAP THESE WRECKING CREW GUYS UP!

STORM! DO SOME RECONNAISSANCE! SEE IF THERE'S ANY DEFENSIBLE SHELTER AROUND HERE!

VERY WELL!

THE AIR IS... THICK ON THIS WORLD... YET EASY TO MANIPULATE -- IF ONE IS A MUTANT WEATHER-WITCH, THAT IS! THESE WINDS BEAR ME ALOFT AT MY SLIGHTEST WHIM!

IT IS AS IF THE BEYONDER DELIBERATELY SOUGHT TO PROVIDE IDEAL FIGHTING CONDITIONS --

-- WHICH SUITS ME FINE!

SOON...

WELL, CAPTAIN AMERICA, IS THAT AN ADEQUATE DEFENSIBLE SHELTER?

LOOK AT THAT PLACE! IT'S BIGGER THAN THE PENTAGON--!

BIGGER THAN FIFTY-FOUR AND A HALF PENTAGONS, I'D ESTIMATE!

ODD'S BLOOD!

AND...

IT LOOKS OKAY INSIDE, CAP... BUT I SUGGEST THAT I LEAD THE WAY IN, JUST IN CASE! I'M THE STRONGEST AND LEAST VULNERABLE!

IRON MAN AND THOR MIGHT ARGUE THAT, BUT I WON'T! GO AHEAD, BIG GUY!

WHAT'S WRONG, COLOSSUS?

I JUST REALIZED--! I HAVEN'T SEEN KITTY'S DRAGON SINCE THE BATTLE! IF SOMETHING HAPPENED TO HIM, KITTY WILL BE BROKEN-HEARTED WHEN WE RETURN TO EARTH!

WHAT MAKES YOU THINK YOU'RE EVER GOING TO GET BACK, KID? FORGET THE DRAGON!

SOME-TIME LATER...

PRISONERS SECURED, CAP! THE PRISONER-DETENTION SYSTEM WE FOUND IS VERY HUMANE--BASICALLY A FORM OF ***PSYCHOSTASIS!*** IT WORKS BY CONTROLLING AGGRESSION THROUGH BRAINWAVE MODULATION!

SORRY IT TOOK SO LONG FOR ME TO FIGURE OUT HOW TO OPERATE IT!

I DOUBT THAT ANY OF THE REST OF US COULD HAVE DONE IT AT ALL, RICHARDS!

WHOOPS! GOOD THING THE NEW, IMPROVED HULK, WITH DR. BRUCE BANNER'S BRAIN DIDN'T HEAR THAT! HE'S ***SO*** TOUCHY, LATELY!

I ALSO FOUND A HEALING DEVICE--A CELL REGENERATOR--IN WHICH I PLACED THE ENCHANTRESS! SHE'D PROBABLY JUST WAKE UP WITH A BLACK EYE, BUT YOU CAN'T BE TOO CAREFUL! THAT WAS AN INCREDIBLE BLOW TO THE HEAD SHE TOOK!

IT'S NO WONDER THAT THE NAME ***MISTER FANTASTIC*** IS RENOWNED FOR ***COMPASSION*** AS WELL AS COURAGE! YOU GIVE ADDED MEANING TO THE WORD ***HERO***, RICHARDS!

NOW, HOWEVER, IT'S TIME TO ATTEND TO OUR OWN NEEDS!

I'M SATISFIED THAT THERE'S NO IMMEDIATE DANGER THREATENING US!

GET EVERYONE TOGETHER IN THE LARGE DOME WE DISCOVERED ON THE FOUR HUNDRED AND FIFTY-FIRST LEVEL!

AND, SO...

WE WON THE FIRST SKIRMISH, BUT NOT THE WAR! NOT BY A LONG SHOT!

SO LET'S GO OUT AND *WIN* IT, ALREADY! WHY ARE WE SITTING HERE?

FIRST, WOLVERINE, BECAUSE WE DON'T KNOW WHERE ALL OF OUR FOES *ARE*! IT'S A BIG PLANET!

GALACTUS, DOCTOR DOOM, THE MOLECULE MAN, DOCTOR OCTOPUS, THE WRECKER, THE ABSORBING MAN... AND MAGNETO... ARE STILL OUT THERE! ANY*ONE* OF THEM IS TOO DANGEROUS TO TAKE LIGHTLY!

WE HAVE AN ADVANTAGE NOW! LET'S NOT BLOW IT!

YOU'RE *NUTS*, FLAG-MAN!

IRON MAN, TORCH, THOR--! PATROL THE FORTRESS PERIMETER IN A SPIRAL PATTERN! MAKE SURE WE HAVE A SECURE AREA WITHIN A ONE-HUNDRED MILE RADIUS!

THE REST OF US WILL TAKE TURNS ON WATCH HERE! I'LL NEED TWO DETAILS--ONE TO CHECK FOR SUITABLE QUARTERS, AND ONE TO FIND A MESS HALL--AND FOOD IF THERE IS ANY!

SOON...

DO *YOU* GUYS THINK CAP'S HANDLING THIS RIGHT?

DOES DOCTOR J PLAY ROUNDBALL, JUNIOR?

MEANWHILE, MANY HUNDREDS OF MILES DISTANT, YET ANOTHER MASSIVE STRUCTURE BROODS OVER A TERRIFYING TERRAIN--

--A FORTRESS CLAIMED, BY RIGHT OF POWER--

--BY THE MAN CALLED MAGNETO!

HOW STRANGE...HOW BIZARRE IS THIS ALIEN WORLD! TO THINK THAT HERE, IN THIS WEIRD, SECRET PLACE, THE FATE OF ALL EXISTENCE HANGS IN THE BALANCE!

I WONDER...DO THE OTHERS FEEL THE SAME SENSE OF *DESTINY* THAT I FEEL?

NOT LONG AGO, SUCH A THOUGHT WOULD HAVE NEVER OCCURRED TO ME--THAT THE HEARTS OF ORDINARY MEN MIGHT SHARE A FEELING WITH THE HEART OF ONE OF THE *HOMO SUPERIOR* RACE!

HOURS LATER, ELSEWHERE...

THEY'RE STILL NOT AFTER US, ARE THEY? YOU DON'T SEE THEM--DO YOU, DOCTOR OCTOPUS?

MOLECULE MAN, I'M GETTING *SICK* OF YOUR WHINING!

I'M SICK OF ALL OF YOU!

RELAX! THERE'S OUR LITTLE HOME AWAY FROM HOME! WE CAN REST, REGROUP, AND FIGURE OUR NEXT MOVE!

GREETINGS! WELCOME TO *DOOMBASE!*

LOOK! IT'S DOCTOR DOOMWIMP!

I--I THOUGHT KANG DESTROYED YOU!

LOOKS LIKE HE DIDN'T DO SUCH A GOOD JOB!

YEAH? WELL THAT CAN BE FIXED!

GET OUT OF OUR WAY, RUSTPOT-- OR I'LL TWIST YOUR TIN NOSE OFF!

WH-WHAT THE *ABSORBING MAN* MEANS IS THAT WE'D REALLY LIKE TO COME INSIDE! WE'RE EXHAUSTED! RIGHT, *WRECKER*?

NO, HE MEANT WHAT HE SAID!

DOCTOR OCTOPUS NOW RULES HERE, DOOM!

KRAACK!

I THINK NOT, OCTOPUS!

ULTRON! YOU REBUILT ULTRON?! HE SERVES YOU NOW--?

ABSOLUTELY INDESTRUCTIBLE...POWERFUL BEYOND MEASURE...ARMED WITH ALIEN ENERGIES WHICH EVEN THE ABSORBING MAN *CANNOT* ABSORB, AND NONE OF YOU CAN ENDURE...

...HE IS MINE TO COMMAND! AS ARE YOU!

AW! WHO GIVES A HOOT! I NEED A MEAL AN' SLEEP! YOU WANNA BE IN CHARGE, DOOM? OKAY BY ME!

THEN, BY ALL MEANS, *ENTER!*

INSIDE...

MOLECULE MAN... UH, MR. *REECE*, I BELIEVE IT IS? I TRUST YOU WERE NOT INCONVENIENCED.

WELL, BEING ABSOLUTE MASTER OF MOLECULES I CAN JUST ASSIMILATE MOLECULES WHEN I WANT, SO I NEVER HAVE TO BE HUNGRY, AND I CAN JUST SHOO AWAY DIRT MOLECULES, SO I'M ALWAYS NICE AND CLEAN-- BUT I *AM* TIRED!

I HAVE PREPARED A SPECIAL CHAMBER FOR YOU! I HOPE YOU LIKE IT!

IF NOT, I CAN ALWAYS RECONSTRUCT THE MOLECULES--!

WHY IS DOOMSY PLAYING UP TO THAT LITTLE JERK?

SHH! SURE HE'S A MILKSOP, BUT I FIGURE HE'S MORE POWERFUL THAN ALL OF US COMBINED! CONTROLLIN' MOLECULES, HE CAN DO *ANYTHING!*

THINGS ARE GOING TO BE OKAY, NOW, WITH DOCTOR DOOM IN CHARGE! I KNOW!

GRUB AND A SACK! THAT'S ALL I CARE ABOUT!

YOU HOLD THE CARDS, DOOM...

...BUT I'D LIKE TO KNOW YOUR PLANS-- AND WHAT HAPPENED TO *GALACTUS*.

GALACTUS?

THERE! HE STANDS ON A MOUNTAINTOP, THUS, OVER FOUR THOUSAND MILES DISTANT! HIS PURPOSE? I KNOW NOT ...THOUGH I HAVE SUSPICIONS!

AND AS FOR MY PLANS, SUFFICE IT TO SAY THAT THE FORCES OF DOOM WILL TRIUMPH!

REST NOW, OTTO OCTAVIUS!

SOMETHING TELLS ME HE'S GOT AMBITIONS THAT DWARF MERELY TRIUMPHING IN THE BEYONDER'S LITTLE CONTEST! THE QUESTION IS WHETHER HE WILL DESTROY US IN TRYING TO ACHIEVE THEM--

--OR IMMEDIATELY AFTER FULFILLING THEM?!

SOME TIME LATER, AS THE ALIEN SEMBLANCE OF NIGHT SHROUDS THE FORTRESS-HEADQUARTERS OF THE HEROES --

--A LONE FIGURE RIDING MAGNETIC LINES OF FORCE SILENTLY APPROACHES...

NO BARRIER DENIES HIM ENTRANCE! SHEER MAGNETIC POWER REACHES INSIDE, SILENCING ALARMS AND OPENING PORTALS FROM WITHIN --

--AND, THUS, **MAGNETO** STALKS THE SLUMBERING COMPLEX...

HOW CONVENIENT THAT THE BEYONDER ARRANGED FOR THIS WORLD TO HAVE NIGHTS AND DAYS APPROXIMATING THOSE ON EARTH!

MEANWHILE, ELSEWHERE IN THE FORTRESS...

WHAT'S WRONG, *WASP?*

I'D BE HAVING TEA IN MY STUDIO NOW, JENNY...AND LUNCH ON MY PATIO TOMORROW...

THIS...UM...SITUATION WE'RE IN...IS KIND OF... MUCH, YOU KNOW? I FEEL THERE'S JUST A LITTLE THIN WALL INSIDE ME HOLDING BACK A FLOOD OF DESPAIR!

MY SHE-HULK BLUSTER ASIDE, JAN, I GOTTA TELL YOU IT'S ALL *I* CAN DO TO HOLD IT TOGETHER! REALLY!

IT HELPS TO KNOW THAT, JENNIFER! THANKS...

AT THAT MOMENT...

THERE IT IS--! THE *POWER CORE* WHICH ENERGIZES THIS ENTIRE INSTALLATION!

THIS SHOULD SERVE MY PURPOSE!

AGAIN, ELSEWHERE...

...I WAS ON MY HONEYMOON! I WASN'T EVEN WEARING MY COSTUME WHEN I VANISHED, BUT I ARRIVED IN IT!

INTERESTING, *CYCLOPS!* PROFESSOR X SAID HE WASN'T IN HIS WHEELCHAIR WHEN HE DISAPPEARED, THOUGH HE ARRIVED HERE IN IT! IT'S AS THOUGH THE BEYONDER "FIXED" LITTLE THINGS THAT SEEMED TO BE WRONG, OR MISSING!

I WOULDN'T DOUBT THAT HE FILLED UP THE WEB-SHOOTER DEVICES SPIDER-MAN WEARS ON HIS WRISTS FOR HIM, TOO!

I DON'T KNOW ABOUT YOU, RICHARDS, BUT MORE THAN ANGRY OR AFRAID, I FEEL *CHEATED!* I-- I WAS ON THE VERGE OF REAL *HAPPINESS*...

I NEVER HAD MUCH...

CAN'T WATCH THE METS GAME, SO'S I MIGHT AS WELL TAKE A LITTLE STROLL.

WELL, LOOKEE HERE! STRETCHO AND THAT SKINNY X-MEN KID, CYCLOPS! MEBBE I'LL JUST...

I-- EXCUSE ME, RICHARDS! I'M BABBLING LIKE A FOOL...

IT'S ALL RIGHT, SON! CONSIDERING THE CIRCUM-STANCES, WHY NOT? WHEN YOU'RE DONE, I'LL TAKE MY TURN! I MISS MY WIFE, TOO ...*TERRIBLY!*

THANKS, GUYS!

I ALMOST MANAGED TO FERGET THAT I PROBABLY AIN'T EVER GONNA SEE *ALICIA* AGAIN...

...AN' THAT IT'S PROBABLY BEST FOR HER THAT WAY!

AND...

HMM...YES...IT WILL BE VERY EASY TO MANIPULATE THE FLUX OF THIS FUSION GENERATOR--

--CREATING AN IMPENDING CATASTROPHE-- A DIVERSION WHICH SHOULD BRING MOST OF THE HEROES RUNNING HERE!

WHICH WILL MAKE IT SIMPLE TO ACCOMPLISH MY GOAL!

ELSEWHERE...

YOU MEAN IT DOESN'T SHAKE YOU, TORCH, BEING HERE? WHAT IF WE DON'T GET HOME?

THE FANTASTIC FOUR HAVE BEEN OFF ON SPACE MISSIONS A COUPLE OF TIMES, SPIDER-MAN! WE'LL GET BACK! BELIEVE ME!

HEY, WAIT--! SOMETHING'S WRONG! I SENSE DANGER --OVER *THERE!*

THAT'S THE *POWER PLANT!*

FLAME ON!

I'LL GO CHECK IT OUT, TORCHIE!

AND I'LL DRUM UP SOME REINFORCEMENTS!

UNLESS YOU WANT ME TO COME WITH YOU, WEBS. I MEAN, LET'S FACE IT, YOU'RE USED TO HANDLING MUGGERS! THIS IS HIGH STAKES...

I CAN TAKE CARE OF MYSELF, MATCHSTICK... BUT... UH, *HUSTLE*, WILLYA?

WHAT'S *THAT?*

IT'S THE *FF* SIGNAL! THERE MUST BE TROUBLE AT THE POWER DOME!

IN SECONDS...

WA-HOO-HOO!

GUYS! IT'S MAGNETO!

YEAH, WE FIGURED THAT OUT, KID!

CLONG!

RAKK!

THERE HE IS! GRAB HIM!

NO! LOOK OUT! HE'S TOPPLING THOSE EQUIP-MENT BANKS!

NONE MAY TOUCH THE PERSON OF MAGNETO!

IRON MAN! SHE-HULK! THING! BRACE THAT STUFF UP OR WE'LL BE CRUSHED!

THOOM!

THIS IS NOT WORKING OUT AS I'D PLANNED! NO MATTER!

THAT WILL HOLD THEM UNTIL MY BUSINESS HERE IS FINISHED!

RIP!

HEY, MAGGIE! I AIN'T DONE TRYIN' TO LAY MY DAINTY LITTLE PAWS ON YOU YET!

ME, NEITHER! IT'S A CINCH TO SLIP THROUGH DEBRIS LIKE THAT AT WASP SIZE!

YOU ARE, OF COURSE, CORRECT, MADAM! I SHALL HAVE TO PACK DEBRIS *MUCH* MORE TIGHTLY AROUND YOU IN ORDER TO CONTAIN YOU!

OH! GOODNESS!

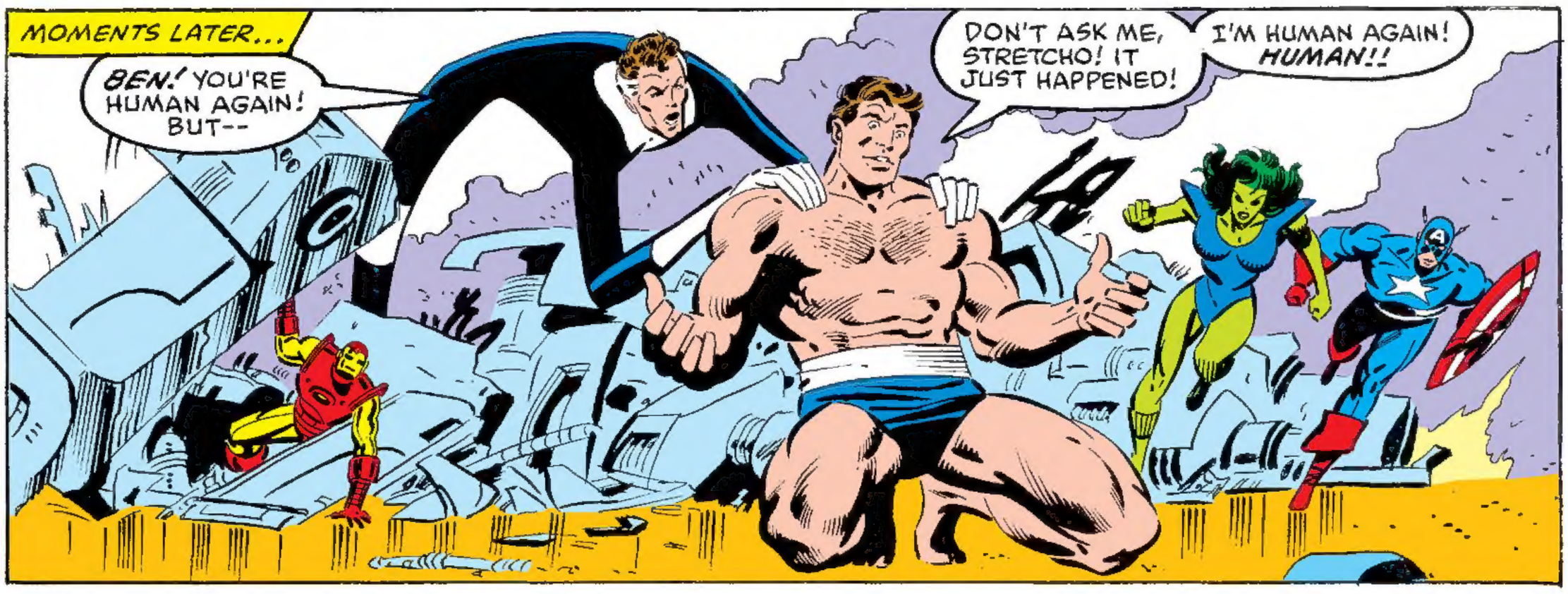
PERHAPS I SHOULD ABANDON MY FIRST PLAN! I HAVE A BETTER ONE-- NOW THAT I'VE CAPTURED THE WASP!

THAT WAD O' METAL'S SLOWING HIM DOWN! HE'S A SITTING DUCK! A FEW MORE STEPS AN' I'LL JUMP UP RIGHT ON HIS BACK!

OH, NO!

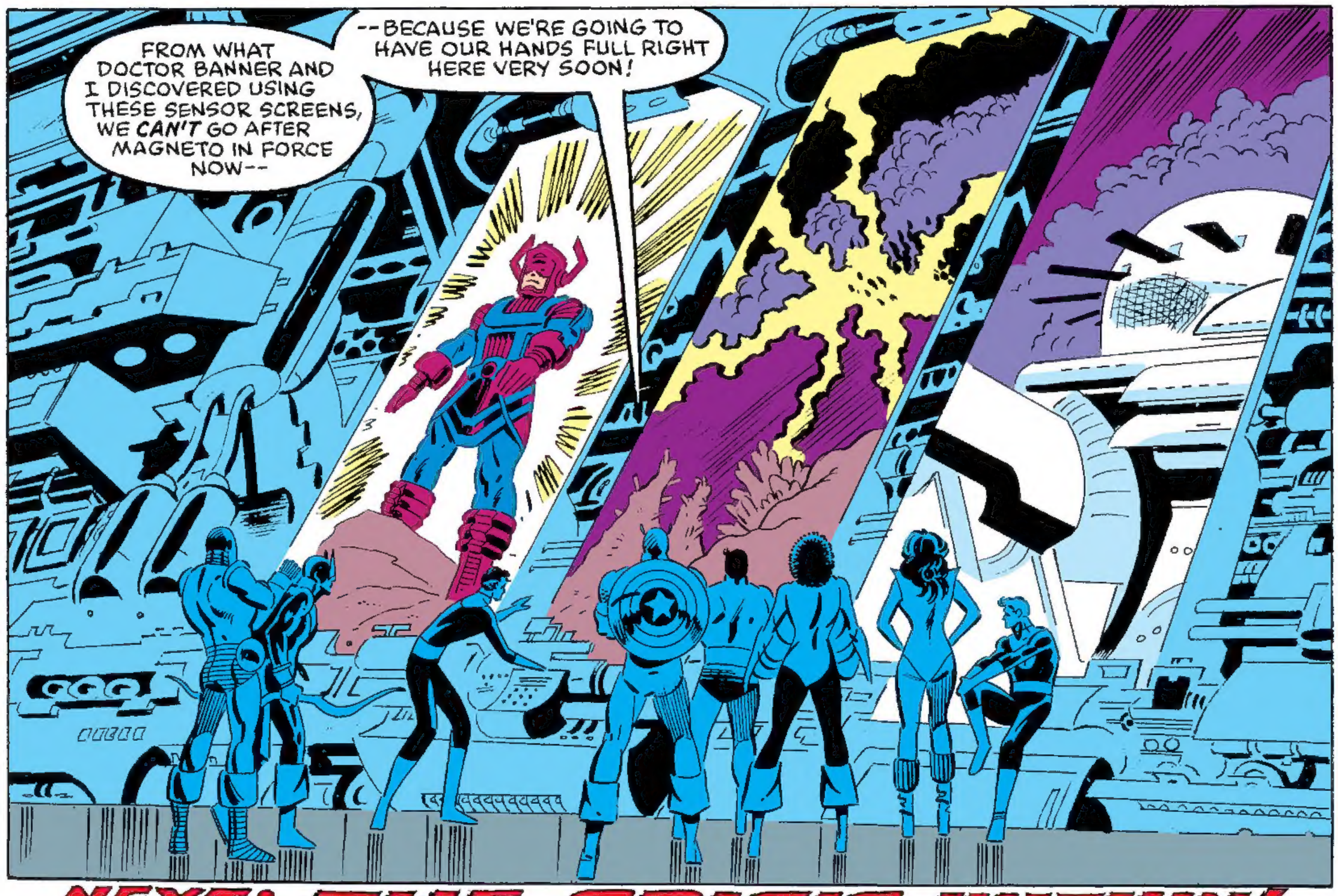
I'VE CHANGED FROM THE THING BACK TO PLAIN *BEN GRIMM!*

BUT *HOW? WHY--?*



IT TOOK US TOO LONG TO GET OUT OF THAT MESS! MAGGIE'S GONE--WITH THE WASP!
I GUESS THAT SETTLES WHOSE SIDE HE'S ON! AND I HOPE EVERYONE NOTICED THAT NONE OF THE X-MEN SHOWED UP TO FIGHT HIM!
BELAY THAT, CAPTAIN MARVEL!

LET'S KEEP OUR MINDS ON SOLVING PROBLEMS, NOT CREATING MORE!
ARE WE GOING AFTER HIM, OR WHAT?
WE'VE GOT OTHER TROUBLES TOO, HAWKEYE!


FROM WHAT DOCTOR BANNER AND I DISCOVERED USING THESE SENSOR SCREENS, WE CAN'T GO AFTER MAGNETO IN FORCE NOW--
--BECAUSE WE'RE GOING TO HAVE OUR HANDS FULL RIGHT HERE VERY SOON!

NEXT: THE CRISIS WITHIN!

SON OF ULTRON